

# **EXHIBIT A**



BACARDI U.S.A., INC.

Via UPS

December 30, 2010

Mr. Lynn Johnson  
President  
Northwest Beverages, Inc.  
1358 39<sup>th</sup> Street North  
Fargo, North Dakota 58107

**Re: Termination Notice of the Distribution Agreement between Ed Phillips & Sons Co. ("Phillips") and Bacardi U.S.A., Inc., ("BUSA") dated August 6, 2004**

Dear Mr. Johnson:

As discussed, this letter confirms BUSA's decision to terminate, effective March 31, 2011, the above referenced distribution Agreement with Phillips pursuant to Article 9.2 thereof. Furthermore, effective immediately, BUSA will appoint Republic National Distributing Company as an additional statewide distributor of the Products in the State of North Dakota.

Pursuant to Article 9.5 of the Agreement, BUSA elects to exercise its right to pick up any salcable Products, as defined within the Agreement, in Phillips' possession or control on March 31, 2011. BUSA, through its designated distributor (Republic National Distributing Company), agrees to refund Phillips for the return of such saleable Products in accordance with the terms and conditions of the Agreement. At or before March 31, 2011, a designated BUSA representative from Republic National Distributing Company will contact you to coordinate the return of such Products.

Thank you for your time regarding this matter.

Very truly yours,

BACARDI U.S.A., INC.

J. Louis Grant  
Senior Vice President & National Sales Director

cc: Mr. Michael Johnson  
Mr. Rob Hansen

2701 LE JUENE ROAD, CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 573-8511

# **EXHIBIT B**



BROWN-FORMAN

January 4, 2011

SEAN T. O'CONNOR  
SENIOR VICE PRESIDENT,  
DIRECTOR OF SALES  
NORTH AMERICA REGION

VIA OVERNIGHT MAIL

Mr. Michael Johnson  
Johnson Brothers Liquor Company  
1999 Shepard Road  
St Paul, MN 55116

Dear Michael,

Thank you for a candid discussion yesterday concerning Brown-Forman's development of a national strategic distribution and broker alliance with Bacardi and Remy-Contreau. As I explained, we are moving to align our brands in dedicated and focused distributor houses throughout the country. Unfortunately, this does impact our relationship with Johnson Brothers.

To confirm, we have provided notice that we are terminating the following relationships as follows:

- Brown-Forman Wine products in Minnesota effective February 1, 2011 – moving to Wirtz.
- Brown-Forman Wine products in Iowa effective February 1, 2011- moving to Glazer.
- Brown-Forman Spirits brokerage in Iowa effective May 2, 2011 – moving to Wirtz.
- Brown-Forman full portfolio in North Dakota effective February 1, 2011– moving to RNDC.
- Brown-Forman full portfolio in South Dakota effective February 1, 2011– moving to RNDC.

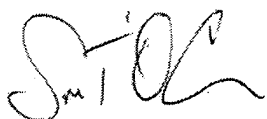
Johnson Brothers will continue to represent Brown-Forman Spirit products in Minnesota as well as Jack Daniel's Country Cocktails in Minnesota and Iowa and New Mix in Iowa only. However, our support levels on our spirit products in Minnesota will be evaluated over time as we monitor services provided by all distributors in that market.

We realize there are many details that still need to be worked through. Our local employees will work closely with your state teams to ensure as smooth a transition as possible.

Mr. Michael Johnson  
January 4, 2011  
Page Two

If you have any questions or concerns in the meantime, please do not hesitate to reach out for me.

Sincerely,

A handwritten signature in black ink, appearing to read "Sean O'Connor", with a stylized flourish at the end.

Sean O'Connor

Cc: Mike Keyes  
Marc Satterthwaite  
Mary Barrazotto